

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: VICE GROUP HOLDING INC. Debtor. Tax I.D. No.: 47-3734250	Chapter 11 Case No. 23-10738 (JPM)
In re: VICE HOLDING INC. Debtor. Tax I.D. No.: 06-1562658	Chapter 11 Case No. 23-10759 (JPM)
In re: VICE MEDIA LLC Debtor. Tax I.D. No.: 06-1555144	Chapter 11 Case No. 23-10737 (JPM)
In re: VICE PRODUCTIONS LLC Debtor. Tax I.D. No.: 06-1565399	Chapter 11 Case No. 23-10763 (JPM)

In re: PLDM FILMS LLC Debtor. Tax I.D. No.: 46-3385217	Chapter 11 Case No. 23-10748 (JPM)
In re: INVERNESS COLLECTIVE LLC Debtor. Tax I.D. No.: 38-4016542	Chapter 11 Case No. 23-10746 (JPM)
In re: VICE PROJECT SERVICES LLC Debtor. Tax I.D. No.: 47-4076473	Chapter 11 Case No. 23-10764 (JPM)
In re: VICE CONTENT DEVELOPMENT, LLC Debtor. Tax I.D. No.: 46-2825165	Chapter 11 Case No. 23-10754 (JPM)
In re: VICE DISTRIBUTION LLC Debtor. Tax I.D. No.: 81-4665515	Chapter 11 Case No. 23-10755 (JPM)

In re: VICE MUSIC PUBLISHING LLC Debtor. Tax I.D. No.: 47-2143022	Chapter 11 Case No. 23-10761 (JPM)
In re: VIRTUE WORLDWIDE, LLC Debtor. Tax I.D. No.: 82-5007212	Chapter 11 Case No. 23-10765 (JPM)
In re: CHANNEL 271 PRODUCTIONS LLC Debtor. Tax I.D. No.: 81-5031637	Chapter 11 Case No. 23-10743 (JPM)
In re: VICE PAYROLL LLC Debtor. Tax I.D. No.: 47-4586626	Chapter 11 Case No. 23-10762 (JPM)
In re: VTV PRODUCTIONS, LLC Debtor. Tax I.D. No.: 47-5506854	Chapter 11 Case No. 23-10767 (JPM)

In re: VICE IMPACT INC. Debtor. Tax I.D. No.: 81-4679603	Chapter 11 Case No. 23-10736 (JPM)
In re: CARROT CREATIVE LLC Debtor. Tax I.D. No.: 20-2578652	Chapter 11 Case No. 23-10742 (JPM)
In re: CARROT OPERATIONS LLC Debtor. Tax I.D. No.: 82-2561596	Chapter 11 Case No. 23-10741 (JPM)
In re: VILLAIN LLC Debtor. Tax I.D. No.: 26-1523050	Chapter 11 Case No. 23-10739 (JPM)
In re: JT LEROY HOLDING LLC Debtor. Tax I.D. No.: 47-1347555	Chapter 11 Case No. 23-10747 (JPM)

In re: BOY WHO CRIED AUTHOR LLC Debtor. Tax I.D. No.: 47-1356199	Chapter 11 Case No. 23-10740 (JPM)
In re: VALVI LLC Debtor. Tax I.D. No.: 82-0956110	Chapter 11 Case No. 23-10753 (JPM)
In re: VISUR LLC Debtor. Tax I.D. No.: 82-3859336	Chapter 11 Case No. 23-10766 (JPM)
In re: DANA MADE LLC Debtor. Tax I.D. No.: 83-2451065	Chapter 11 Case No. 23-10745 (JPM)
In re: PROJECT CHANGE LLC Debtor. Tax I.D. No.: 83-4462758	Chapter 11 Case No. 23-10749 (JPM)

In re: VICE INTERNATIONAL HOLDING, INC. Debtor. Tax I.D. No.: 82-0975660	Chapter 11 Case No. 23-10760 (JPM)
In re: REFINERY 29 INC. Debtor. Tax I.D. No.: 32-0147749	Chapter 11 Case No. 23-10752 (JPM)
In re: R29 PRODUCTIONS, LLC Debtor. Tax I.D. No.: 82-4076344	Chapter 11 Case No. 23-10751 (JPM)
In re: R29 PRIDE, LLC Debtor. Tax I.D. No.: 83-3237011	Chapter 11 Case No. 23-10750 (JPM)
In re: CLIFFORD BENSKI, INC. Debtor. Tax I.D. No.: 90-0609387	Chapter 11 Case No. 23-10744 (JPM)

In re: VICE EUROPE HOLDING LIMITED Debtor. Tax I.D. No.: N/A	Chapter 11 Case No. 23-10756 (JPM)
In re: VICE EUROPE PULSE HOLDING LIMITED Debtor. Tax I.D. No.: N/A	Chapter 11 Case No. 23-10757 (JPM)
In re: VICE FOOD LLC Debtor. Tax I.D. No.: 46-5141693	Chapter 11 Case No. 23-10758 (JPM)

**ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “Motion”)¹ of the Debtors for entry of an order (this “Order”), pursuant to sections 105(a) and 342(c) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Rules 1015(b) and 2002(n) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), directing the joint administration of the Debtors’ above-captioned chapter 11 cases (the “Chapter 11 Cases”); and upon the First Day Declaration; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

and the Amended Standing Order; and it appearing that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and that this Court may enter a final order consistent with Article III of the United States Constitution; and due and proper notice of the Motion having been provided to the Notice Parties, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and it appearing that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to 11 U.S.C. § 105(a) and Bankruptcy Rule 1015(b), the above-captioned Chapter 11 Cases are consolidated for administrative purposes only and shall be jointly administered by this Court as Case No. 23-10738 (JPM).
3. The consolidated caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

VICE GROUP HOLDING INC., *et al.*

Debtors.¹

Chapter 11

Case No. 23-10738 (JPM)

Jointly Administered

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Vice Group Holding Inc. (4250); Vice Impact Inc. (9603); Vice Media LLC (5144); Villain LLC (3050); Boy Who Cried Author LLC (6199); Carrot Operations LLC (1596); Carrot Creative LLC (8652); Channel 271 Productions LLC (1637); Clifford Benski, Inc. (9387); Dana Made LLC (1065); Inverness Collective LLC (6542); JT Leroy Holding LLC (7555); PLDM Films LLC (5217); Project Change LLC (2758); R29 Pride, LLC (7011); R29 Productions, LLC (6344); Refinery 29 Inc. (7749); Valvi LLC (6110); Vice Content Development, LLC (5165); Vice Distribution LLC (5515); Vice Europe Holding Limited (N/A); Vice Europe Pulse Holding Limited (N/A); Vice Food LLC (1693); Vice Holding Inc. (2658); Vice International Holding, Inc. (5669); Vice Music Publishing LLC (3022); Vice Payroll LLC (6626); Vice Productions LLC (5399); Vice Project Services LLC (6473); Virtue Worldwide, LLC (7212); Visur LLC (9336); and VTV Productions LLC (6854). The location of the Debtors' service address for purposes of these chapter 11 cases is: 49 South 2nd Street, Brooklyn, NY 11249.

4. A docket entry shall be made in each of the Debtors' Chapter 11 Cases, other than the docket maintained for the Chapter 11 Case of Vice Group Holding Inc., substantially as follows:

An Order has been entered in this case, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, directing the procedural consolidation and joint administration of the chapter 11 cases of Vice Group Holding Inc. and its direct and indirect debtor subsidiaries. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, the docket of Vice Group Holding Inc., Case No. 23-10378 (JPM), and such docket should be consulted for all matters affecting these chapter 11 cases.

5. The requirements under section 342(c)(1) of the Bankruptcy Code, Bankruptcy Rule 2002(n), and Local Rule 9004-1 that the case caption and other notices mailed in the Chapter 11 Cases include the Debtors' tax identification numbers and other identifying

information about the Debtors are hereby waived. The Debtors shall include in all pleadings filed and each notice mailed by the Debtors a footnote listing all of the Debtors.

6. One consolidated docket, one file, and one consolidated service list shall be maintained by Vice Group Holding Inc., or its claims agent, and kept by the Clerk of the Court with the assistance of the notice and claims agent retained by the Debtors in these Chapter 11 Cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of these Chapter 11 Cases, or creating any other implication regarding the separateness (or lack of separateness) of the Debtors' estates for any purpose.

8. This Order shall apply to any future filing of any affiliate of the Debtors; *provided, however*, that the Debtors shall file notice with the Court identifying the cases of such affiliates and stating that this Order shall apply to such cases.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

Dated: May 17, 2023

/S/ John P. Mastando III
HONORABLE JOHN P. MASTANDO III
UNITED STATES BANKRUPTCY JUDGE